

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

WEST END FINANCIAL
ADVISORS, LLC, *et al.*,

Debtors.

)
) Chapter 11
)
)

) Case No. 11-11152 (SMB)
)
)

) (Jointly Administered)
)
)

**AFFIDAVIT IN SUPPORT OF THE APPLICATION OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR AN
ORDER AUTHORIZING RETENTION OF FTI CONSULTING, INC.
AS FINANCIAL ADVISOR NUNC PRO TUNC TO MAY 18, 2011**

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:
)

I, Conor Tully, being duly sworn, hereby deposes and says:

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors, and employees, “FTI”), a financial advisory services firm with numerous offices throughout the country. I submit this affidavit on behalf of FTI (the “Affidavit”) in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of West End Financial Advisors LLC, *et al.* (the “Debtors”) for entry of an order authorizing the employment and retention of FTI as financial advisor under the terms and conditions set forth in the Application. Except as otherwise noted,¹ I have personal knowledge of the matters set forth herein.

2. In connection with the preparation of this Affidavit, FTI conducted a review of its contacts with the Debtors, its affiliates, and certain entities holding large claims against or

¹ Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them to me.

interests in the Debtors that were made reasonably known to FTI. A listing of the parties reviewed is reflected on Exhibit A to this Affidavit. FTI's review, completed under my supervision, consisted of a query of the Exhibit A parties within an internal computer database containing names of individuals and entities that are present or recent former clients of FTI. A summary of such relationships that FTI identified during this process is set forth on Exhibit B to this Affidavit.

3. Based on the results of its review, FTI does not have a relationship with any of the parties on Exhibit A in matters related to these proceedings. FTI has provided, and could reasonably expect to continue to provide, services unrelated to the Debtors' cases for the various entities shown on Exhibit B. FTI's assistance to these parties has been related to providing various financial restructuring, litigation support, technology, strategic communications, and economic consulting services. To the best of my knowledge, no services have been provided to these parties-in-interest that are adverse to the rights of the Committee, nor does FTI's involvement in this case compromise its ability to continue such consulting services.

4. Further, as part of its diverse practice, FTI appears in numerous cases, proceedings, and transactions that involve many different professionals, including attorneys, accountants, and financial consultants, who may represent claimants and parties-in-interest in the Debtors' cases. Also, FTI has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and FTI has been represented by several attorneys, law firms, and financial institutions, some of whom may be involved in these proceedings. In addition, FTI has in the past, may currently, and will likely in the future, be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on my current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships creates interests materially adverse to the

Committee in matters upon which FTI is to be employed, and none is in connection with these cases.

5. FTI is not a “creditor” with respect to fees and expenses of the Debtors within the meaning of § 101(10) of Title 11 of the United States Code (the “Bankruptcy Code”). Further, neither I nor any other member of the FTI engagement team serving this Committee, to the best of my knowledge, is a holder of any outstanding debt instrument or share of the Debtors’ stock.

6. FTI has reviewed the relationship that the members of the FTI engagement team may have against a list of employees within the U.S. Trustee’s office in this region, and I can confirm that no members of the FTI engagement team are related to the United States Trustee for this region or any known employee in the office thereof.

7. As such, to the best of my knowledge, FTI does not represent any other entity having an adverse interest in connection with this case, and therefore believes it is eligible to represent the Committee under § 1103(b) of the Bankruptcy Code.

8. It is FTI’s policy and intent to update and expand its ongoing relationship search for additional parties-in-interest in an expedient manner. If any new materially relevant facts or relationships are discovered or arise, FTI will promptly file a Bankruptcy Rule 2014(a) supplemental affidavit.

9. Subject to Court approval, and in accordance with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, applicable U.S. Trustee guidelines, the local bankruptcy rules, and any applicable orders of the Court, FTI will seek payment for compensation on an hourly basis, plus reimbursement of actual and necessary expenses incurred by FTI. FTI’s customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application for the employment of FTI. These hourly rates are adjusted periodically.


10. According to FTI's books and records, during the ninety-day period prior to the Debtors' chapter 11 filing on March 15, 2011, FTI neither performed professional services for, nor incurred any reimbursable expenses on behalf of, the Debtors.

11. To the best of my knowledge, (a) no commitments have been made or received by FTI with respect to compensation or payment in connection with this case other than in accordance with the provisions of the Bankruptcy Code, and (b) FTI has no agreement with any other entity to share with such entity any compensation received by FTI in connection with these chapter 11 cases.

Dated this 26th day of May, 2011.


Conor Tully

SUBSCRIBED AND SWORN TO BEFORE ME this 26th day of May, 2011.


Notary Public

My Commission Expires:

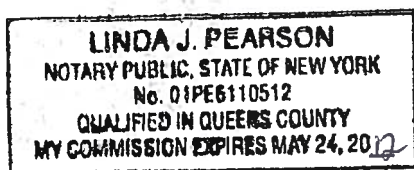


EXHIBIT A

Listing of Parties-in-Interest Reviewed for Recent Former and Current Relationships

Debtor

West End Financial Advisors LLC
Amagansett Realty SPV I LLC
Benedek Development Group, LLC
L/C Family Limited Partnership
Sentinel Investment Management Corp.
West End Fixed Income Partners LP
SIMCO SPV I LP
West End Absolute Return Fund I, LP
West End Capital Management LLC
West End Income Strategies Fund LP
West End Mortgage Finance Fund, I LP
West End Private Client Fund LP
West End Real Estate Fund, LP
West End Special Opportunity Fund II LP
West End Special Opportunity Fund LP
West End/Mercury Short-Term Mortgage Fund, LP

Debtor's Attorneys

Robinson Brog Leinwand Greene Genovese &
Gluck, P.C.
Arnold Mitchell Greene

Debtor's Corporate Officers

Barsuk, Janis
Gould, Steven
Heslin, Raymond
Kramer, Kevin
Landberg, William

Secured Lenders

Cap Lease Debt Funding LP
DZ Bank
Iberia Bank
Northlight Financial, LLC
Suffolk County National Bank
WestLB AG

Secured Lenders Attorneys

Hughes Hubbard & Reed LLP
Otterbourg, Steindler, Houston & Rosen PC

Top 50 Unsecured Creditors

Abrams, Fensterman, Fensterman, etal
Active Irrigation, Inc.
Alliance Distributors & Services, LLC
American Express
American Stock Exchange LLC
ATA Corporate Service, LLC
Atzlan, Lynn, CPA
Avenue Magazine

Becker, Glynn, Melamed & Muffly LLP
Brecher, Daniel
Broadview Networks
Canon Financial Services Inc
Citrin Coopennan & Company
City Market
Clayman & Rosenberg
Conte Consulting
CSC
Data Mining Technologies
Davis, Jonathan
Daylight Forensic & Advisory LLC
De Lange Landen
Esseks, Hefter & Angel, LLP
Federal Express
Ferber, Chan, Essner & Collier, LLP
Ford & Harrison LLP
Guardian Service Industries, Inc.
Hoffman & Pollok LLP
Imperial Credit Corporation
Interactive Data Real-Time Services
Interior Foliage Design, Inc.
JG Graphics
Johnson, Kenneth A.
Live Office
Marks, Paneth & Shron
Moore, Thomas
Pitney Bowes Global Financial Service LLC
Pitney Bowes Purchase Power
Poland Spring
Risk Metrics Group
Saul Ewing
SeamlessWeb Professional Solutions, Inc.
Seyfarth Shaw LLP
Smallberg, Sorkin & Co. LLP
Sonnenschein, Nath & Rosenthal, LLP
Staples Business Advantage
Superior Resource Printing & Graphics
Tannenbaum, Helpen, Syracuse & Hirschtritt
Thomson Financial LLC
Time Warner Cable
Town Clerk - Town of East Hampton
Travelers
United Corporate Services
William O'Neil & Co.

Official Creditors' Committee Members

Signature Bank
Salvatore Trifiletti (Signature Bank representative)
Thomas A. Reed
Doris K. Silverman
Jayne M. Kurzman

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Recent Former and Current Relationships

Darren Conte

Official Creditors' Committee Attorneys
Klestadt & Winters, LLP

Attorneys for Creditor Committee Members
Westerman, Ball, Ederer, Miller & Sharfstein, LLP

Other Significant Parties-in-Interest (as known)

Anthony P. Basile
Arbor Investments
Balaban, Robert
Balaban, Susan
Baudry, Francis
Baum, Katharine
Beller, Robert
Berk, Ellyn
Bey, Richard
Birndorf, Lawrence
Blaustein, Kira
Blausten, Michael
Bowlsbey, William
Broker Ink
Brown, Arthur Brown Annuity Trust
Brussani, mauro
Buck, Esther
Buck, Raymond
CapLease Services Corp.
Chadick, Susan
Chassin, Richard
Chester B. Salomon
Chicago Diversified
Christopher Paorella, Esq.
Chronicles Trust
Copeland, Charles
David R. Gelfand
Eisenberg, Frances
Elgena, David
Estate of Susan Kirsch
Feinblatt, Susan
Finkelstein, Susan
Florescue Corp.
Florescue Foundation
Florescue, Barry
Fogarty, Dennis
Fogarty, Patricia
Fogelman, Alan
Gallagher, Suzanne
Gediman, Helen
Gherardi, Gail
Goldberg, Lisa
Goldberg, Max

Goldstein, Marilyn
Hardin and Associates
Hardin, Luke
Hardin, Max
Hardin, Olivia
Hardin, Richard
Hardin, Vaughn
Hettelman, Laura
Hochberg, Fred
Hollander, Nancy
Holtzman, David
Holtzman, Deanna
Hughes, Margaret
Hutchins, Gordon
Internal Revenue Service
Julian, Estate of Jean
Justice, Roy
Kajon Nicholas
Kajon, Robyn
Kaplan, Harvey
Katz, Mildred
Katz, Stephen
Kayne, Barry
Kayne, Reiko
Kirshner, Richard
Kreitman, Stanley
Kulish, Harold
Lawrence-Porter
Lee, Hyehoung
Lindemann-Abend, Carol
Lloyd, Stacy
Louise Crandall
Lubow, Jessica
Lubow, Jonathan
Macritchie, Carol
Macritchie, Donald
Mahl, Charles
Mahl, Louanne
Mark Radke
Meaghan Gragg, Esq.
Mulinex, Jerry
Nagorsky, Julie
Nagorsky, Matthew
New York City Dept. Of Finance
New York State Tax Commission
NYS Department of Labor
Paprin, Yale
Parker, Gayle
Paul C. Hughes, Esq.
Peter Unger
Pressman, Howard
Reed, Gail

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Recent Former and Current Relationships

Reich, Allan
Reisler, Raymond
Riama
Rosen, Marvin
Rosen, Matthew
Rosenthal, Alan
Ross, Jeffrey
Ruzumna, Judith
Ryan, Peter
Saunders, Andrew
Schiavoni, David
Siegel, Seth
Somerset
Stern, Alfred
Sunlife FBO K.Baum
Sunshine, Kenneth
Susan Weikers Balaban
Town Clerk - Town of East Hampton
Turits, Lisa
Turits, Philip
Wall, Deborah
Weinberg, Lynn
Wildt, Erik
Wolin, Leonard
Wolin, Margaret
Wolitzky, April
Wolitzky, David

U.S. Securities and Exchange Commission

**United States Trustee, Judges, and Court
Contacts for the Southern District of New York
(and Key Staff Members)**

Bernstein, Stuart M.
Davis, Tracy Hope
Drain, Robert D.
Gasparini, Elisabetta
Gerber, Robert E.
Glenn, Martin
Golden, Susan
Gonzalez, Arthur J.
Gropper, Allan L.
Khodorovsky, Nazar
Lifland, Burton R.
Martin, Marylou
Masumoto, Brian S.
Morris, Cecelia G.
Morrissey, Richard C.
Nakano, Serene
Peck, James M.
Riffkin, Linda A.
Schwartz, Andrea
Schwartzberg, Paul K.
Velez-Rivera, Andy
Zipes, Greg M.

EXHIBIT B

Parties-in-Interest Noted for Court Disclosure

Relationships in Matters Related to These Proceedings

None

Relationships in Unrelated Matters

Debtor's Attorneys

Robinson Brog Leinwand Greene Genovese & Gluck, P.C.

Secured Lenders

DZ Bank

WestLB AG

Secured Lenders Attorneys

Hughes Hubbard & Reed LLP

Otterbourg, Steindler, Houston & Rosen PC

Top 50 Unsecured Creditors

American Express

American Stock Exchange LLC

Daylight Forensic & Advisory LLC

Federal Express

Marks, Paneth & Shron

Saul Ewing

Seyfarth Shaw LLP

Sonnenschein, Nath & Rosenthal, LLP

Tannenbaum, Helpen, Syracuse & Hirschtritt

Time Warner Cable

Travelers

Official Creditors' Committee Members

Signature Bank

Official Creditors' Committee Attorneys

Klestadt & Winters, LLP

Other Significant Parties-in-Interest (as known)

Internal Revenue Service

U.S. Securities and Exchange Commission